1352044



SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden hours per response... 16.0

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| , , ; | SEC USE ONLY | | | | | | |
|-------------|---------------|--|--------|--|--|--|--|
| | Prefix | | Serial | | | | |
| ; ; | DATE RECEIVED | | | | | | |
| į | | | | | | | |

| | Land of the state |
|---|---|
| Name of Offering ([] check if this is an amendment and name has changed, and indica Cempra Pharmaceuticals, Inc. 2006 Series A Preferred Stock Financing | te change.) |
| Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 | [] Section 4(6) [] ULOE |
| Type of Filing: [] New Filing [X] Amendment | PROCESSE |
| | AUG 0 1 2007 |
| A. BASIC IDENTIFICATION DATA | THOMSON |
| 1. Enter the information requested about the issuer | FINANCIAL |
| Name of Issuer ([] check if this is an amendment and name has changed, and indicate Cempra Pharmaceuticals, Inc. | e change.) |
| Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone N 170 Southport Drive, Suite 500, Morrisville, NC 27560, (919) 467-1716 | |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) Area Code) (if different from Executive Offices) | Telephone Number (Including |

Brief Description of Business

Developing pharmaceutical products for the treatment of infectious diseases

| Type of Business Organizat | tion | | |
|-----------------------------|--|----------------|------------------------------------|
| [X] corporation | [] limited partnership, a | Ilready formed | [] other (please specify): |
| [] business trust | [] limited partnership, t | o be formed | |
| | | Month | Year |
| Actual or Estimated Date of | f Incorporation or Organization: | [11] [05] | [X] Actual [] Estimated |
| | ration or Organization: (Enter FN for other foreign jurisdic | | S. Postal Service abbreviation for |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [] Promoter [X] | Beneficial Owner | [X] Executive Officer | [X] Director[] | General and/or Managing Partner | |
|---|--|---------------------|--|---|---|--|
| Full Name (Last nam Prabhavathi B. Fe | · · · · · · · · · · · · · · · · · · · | | | | | |
| | e Address (Number an naceuticals, Inc., 1 | | y, State, Zip Code) ort Drive, Suite 500, | Morrisville, NC | 27560 | |
| Check Box(es) that Apply: | [] Promoter [X] | Beneficial Owner | [X] Executive Officer | [] Director [] | General and/or Managing Partner | |
| Full Name (Last nam Elizabeth Cali Do | | | | makan elika baha ere erenaman makan makan albaha dari k | mannania mannania naka manaka manaka manaka 1990 (1991) (1991) (1991) (1991) (1991) (1991) (1991) (1991) (1991) | |
| | e Address (Number an naceuticals, Inc., 1 | | y, State, Zip Code) ort Drive, Suite 500, | Morrisville, NC | 27560 | |
| Check Box(es) that Apply: | [] Promoter [] [| Beneficial Owner | [] Executive Officer | [X] Director[] | General and/or Managing Partner | |
| Full Name (Last nam Dr. Andrew Schif | | | | the new feltomen and a second | | |
| | e Address (Number an naceuticals, Inc., 1 | | y, State, Zip Code) ort Drive, Suite 500, | Morrisville, NC | 27560 | |
| Check Box(es) that Apply: | [] Promoter [X] | Beneficial Owner | [] Executive Officer | [X] Director[] | General and/or Managing Partner | |
| Full Name (Last nam I. Wistar Morris, | • | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) c/o Cempra Pharmaceuticals, Inc., 170 Southport Drive, Suite 500, Morrisville, NC 27560 | | | | | | |

| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [X] Director [] General and/or Managing Partner |
|--|---|---|---|
| Full Name (Last name Robin Gadsby | first, if individual) | | |
| | Address (Number and Street, City, accuticals, Inc., 170 Southpor | | , Morrisville, NC 27560 |
| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [X] Director [] General and/or Managing Partner |
| Full Name (Last name Garheng Kong, M. | | | |
| | Address (Number and Street, City, ners VI, L.P., 406 Blackwell S | | Ourham, NC 27701 |
| Check Box(es) that Apply: | [] Promoter [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name | first, if individual) Intersouth Pa | rtners VI, L.P. | |
| | Address (Number and Street, City, ners VI, L.P., 406 Blackwell S | | Ourham, NC 27701 |
| Check Box(es) that Apply: | [] Promoter [X] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name | first, if individual) Aisling Capit | al II, LP | |
| | Address (Number and Street, City, 30 th Floor, New York, NY 10 | | |
| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name | first, if individual) | h-147- h1 | |
| Business or Residence | Address (Number and Street, City, | State, Zip Code) | Section (Action September 2017) |
| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name | first, if individual) | , | |
| Business or Residence | Address (Number and Street, City, | State, Zip Code) | |
| (U | se blank sheet, or copy and use a | dditional copies of th | nis sheet, as necessary.) |

B. INFORMATION ABOUT OFFERING

| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | Yes | No [X] | |
|--|---|-----------------------------------|---|---|--|--|---------------------------------------|--------------------------------------|--|---|----------------------------|----------|
| | | | Α | nswer al | so in App | endix, C | olumn 2, | if filing u | nder ULC | E. | | _ |
| 2. Wha | t is the n | ninimum | investme | ent that w | ill be acc | epted fro | m any in | dividual?. | | | No n | ninimum |
| 3 I loes the offering permit joint ownership of a single unit? | | | | | | | | es No X][] | | | | |
| indirect of secu register five (5) | tly, any or rities in the red with the persons | commissi the offeri the SEC | on or sin ng. If a p and/or w ted are as | nilar rem erson to ith a state ssociated | uneration be listed e or states persons o | for solic is an asso s, list the | itation of ociated pe name of t | purchaser rson or ag he broker | l or given, rs in conni- gent of a b or dealer ou may se | ection with proker or a . If more | th sales dealer than | |
| Full Na | ıme (Las | t name fi | rst, if inc | lividual) | | | | | | | | |
| Busine | ss or Res | idence A | ddress (1 | Number a | and Street | , City, St | ate, Zip (| Code) | | | | |
| Name o | of Associ | iated Bro | ker or De | ealer | | | | | , . | | | |
| | | | | | ed or Inte | | | | | | | |
| (Chec | k "All S | States" | or chec | k indivi | dual Sta | ates) | | • | | [|] All St | ates |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full Na | me (Las | t name fi | rst, if ind | lividual) | | | | | | | | |
| Busine | ss or Res | idence A | .ddress (1 | Number a | and Street | , City, St | ate, Zip (| Code) | <u> </u> | | | |
| Name o | of Associ | iated Bro | ker or De | ealer | | | | | | | | |
| | | | | | ed or Inte | | | | | | | <u> </u> |
| (Chec | k "All S | States" | or chec | k indivi | dual Sta | ates) | | • | | [|] All St | ates |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [1D] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full Na | me (Las | t name fi | rst, if ind | ividual) | | | | | | | | |
| Busine | ss or Res | idence A | ddress (1 | Number a | ınd Street | , City, St | ate, Zip C | Code) | | | | |
| Name o | of Associ | ated Bro | ker or Do | ealer | | | | | | | ············ | |
| | | | | | ed or Inte | | | | | r |] All St | atas |

| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
|--|--------------------------|----------------------------|
| Type of Security | Aggregate Offering Price | Amount Aiready Sold |
| Debt | \$ | \$ |
| Equity | \$22,400,000 | \$22,297,313 |
| [] Common [X] Preferred | , , | ,,, |
| Convertible Securities (including warrants) | \$ | s |
| Partnership Interests | \$ | \$ |
| Other (Specify). | \$ \$ | \$ |
| Total | \$22,400,000 | \$22 297 313 |
| Answer also in Appendix, Column 3, if filing under ULOE. | 422 , 100,000 | Ψ22,277,313 |
| This wor also in Appending Column 3, it iming and of COL. | | |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | |
| | Number Investors | Aggregate Dollar Amount |
| | of Purchasers | #00 00 # 010 |
| Accredited Investors | 21 | \$22,297,313 |
| Non-accredited Investors | 0 | \$0 |
| Total (for filings under Rule 504 only) | | \$ |
| Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | |
| Type of offering Rule 505 | Type of Security | Dollar Amount Sold |
| Regulation A | | \$ |
| Rule 504 | | \$ \$ |
| Total | | \$ |
| 1000 | | Ψ |
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| Transfer Agent's Fees | [] | \$ |
| | ı J | T |

| Printing and Engraving Costs | | [] \$_ | |
|--|---|-----------------------|---------------|
| Legal Fees | | [X] | \$100,000 |
| Accounting Fees | ******************* | [] \$ | · |
| Engineering Fees | | | |
| Sales Commissions (specify finders' fees separately) | | [] \$_ | |
| Other Expenses (identify) (state security filing fees) | | [X] | \$1,575 |
| Total | | [X] | \$101,575 |
| b. Enter the difference between the aggregate offering price give Question 1 and total expenses furnished in response to Part C - C the "adjusted gross proceeds to the issuer." | Question 4.a. This difference is | \$22 | 2,298,425 |
| 5. Indicate below the amount of the adjusted gross proceeds to the proposed to be used for each of the purposes shown. If the amount known, furnish an estimate and check the box to the left of the end payments listed must equal the adjusted gross proceeds to the issue to Part C - Question 4.b above. | nt for any purpose is not stimate. The total of the | | |
| • | Payme | nts to | |
| | Office | | |
| | Directo Affilia | ors, & Pay tes Oth | ments To |
| Salaries and fees | []\$ | []: | \$ |
| Purchase of real estate | []\$ | []: | \$ |
| Purchase, rental or leasing and installation of machinery and equipment | []\$ | []: | \$ |
| Construction or leasing of plant buildings and facilities | . []\$ | [] | \$ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | []\$ | []: | \$ |
| Repayment of indebtedness | []\$ | [1: | \$ |
| Working capital | | |]\$22,298,425 |
| Other (specify): | | | \$ |
| | []\$ | []: | \$ |
| Column Totals | | |]\$22,298,425 |
| Total Payments Listed (column totals added) | ******** | [X] \$22 | 2,298,425 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type) | Signature | Date |
|---------------------------------|---------------------------------------|---|
| Cempra Pharmaceuticals, Inc. | Rabhawathi Lend | July 24, 2007 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | MILLION THE P. CHIMPING A. WILLIAM S. MAC. CHILD AND CONTRACTOR |
| Prabhavathi B. Fernandes, Ph.D. | President and Chief Executive Officer | ************************************** |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

